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NEW YORK, NEW YORK
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RECORDATION NO 17149
FILED 3425

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INTERSTATE COMMERCE COMMISSION

December 27, 1990

DEC 27 2 48 PM '90
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment to Trustee, which is a secondary document, dated December 28, 1990, in connection with a Security Agreement dated as of November 15, 1990, between Canonic Atlantic Co., Accomack-Northampton Transportation District Commission, Eastern Shore Railroad, Inc., and Virginia Resources Authority, presented with this Assignment for recordation.

The names and addresses of the parties to the document are as follows:

Assignor:

Virginia Resources Authority
909 East Main Street
Suite 707
Richmond, Virginia 23219

Assignee:

Sovran Bank, N.A., as Trustee
600 East Main Street
Richmond, Virginia 23219

*Overleaf
Constance Corry*

HUNTON & WILLIAMS

Secretary
Interstate Commerce Commission
December 27, 1990
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A description of the equipment covered by the document is as follows:

- (a) One GP10 Locomotive (Identification No. 8066); and
- (b) one GP10 Locomotive (Identification No. 8096).

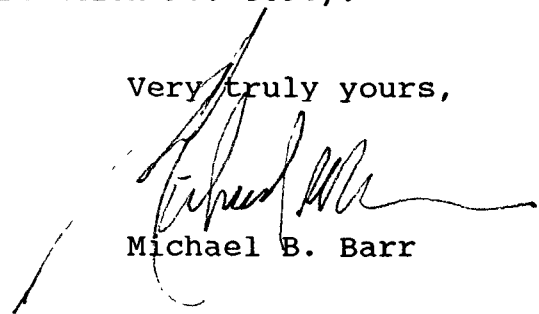
Please file the Security Agreement and index it under the names of the Assignee and the Assignor.

The required filing fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Michael B. Barr, Esquire, 2000 Pennsylvania Avenue, N.W., 9th Floor, P. O. Box 19230, Washington, D.C. 20036.

A short summary of the document to appear in the index follows:

Assignment to Trustee, dated December 28, 1990, assigning to Sovran Bank, N.A., as trustee, a portion of the rights of Virginia Resources Authority under a Security Agreement dated as of November 15, 1990, between Canonic Atlantic Co., Accomack-Northampton Transportation District Commission, Eastern Shore Railroad, Inc., and Virginia Resources Authority, covering one GP10 Locomotive (Identification No. 8066) and one GP10 Locomotive (Identification No. 8096).

Very truly yours,



Michael B. Barr

ASSIGNMENT TO TRUSTEE

DEC 27 1990 55 PM

INTERSTATE COMMERCE COMMISSION

The undersigned VIRGINIA RESOURCES AUTHORITY, a public body corporate and a political subdivision of the Commonwealth of Virginia (the "Authority"), hereby assigns to Sovran Bank, N.A., as trustee (the "Trustee"), all of its rights (except for the Unassigned Rights, as defined in the hereinafter defined Indenture) under the Security Agreement, dated as of November 15, 1990, between Accomack-Northampton Transportation District Commission, Canonic Atlantic Co., Eastern Shore Railroad, Inc. and the Authority. The Authority makes this assignment pursuant to Article II of the Indenture of Trust, dated as of November 15, 1990 (the "Indenture"), between the Authority and the Trustee.

Dated: December 28, 1990

VIRGINIA RESOURCES AUTHORITY

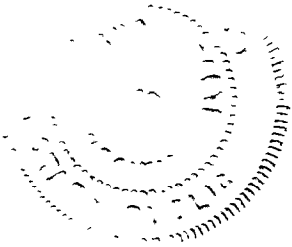
By Stephen D. Linder
Its Executive Director

STATE OF Virginia)
COUNTY OF Richmond) SS.:
CITY OF Richmond)

On this 26th day of December, 1990, before me personally came Shedley D. Gardner, Jr., who being by me duly sworn, did depose and say: that he resides in Henrico Co., VA, that he is the Executive Director, of VRA, the authority described in and which executed the foregoing instrument; that he knows the seal of said VRA; that the seal affixed is said VRA seal, that it was so affixed by order of the members of said Authority and that he signed his name thereto by like order.

Donna R. Rush

Notary Public



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